

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 17913-N FILED

NOV 07 '06

2-15 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

November 7, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of First Amendment to Trust Indenture and Security Agreement (GATC Trust No. 92-1B), dated as of November 7, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture and Security Agreement (GATC Trust No. 92-1B) previously filed with the Commission under Recordation Number 17913-A.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Indenture Trustee: The Bank of New York Trust Company, N.A., not in its individual capacity, but solely as Indenture Trustee
227 West Monroe Street
Chicago, IL 60606

Mr. Vernon A. Williams
November 7, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

345 railcars within the following series: GACX 10178 – GACX 10229; GACX 56821 – GACX 56830; GACX (formerly ATW) 56831 – GACX 56855; GACX 56856 – GACX 56983; GACX 57258 – GACX 73895 and PSPX 1001 – PSPX 1150 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of First Amendment to Trust Indenture and Security Agreement (GATC Trust No. 92-1B).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

NOV 07 '06

2-15 PM

**MEMORANDUM OF FIRST AMENDMENT TO TRUST INDENTURE AND
SECURITY AGREEMENT
(GATC TRUST NO. 92-1B)**

SURFACE TRANSPORTATION BOARD


Memorandum of First Amendment to Trust Indenture and Security Agreement (GATC Trust No. 92-1B), made and entered into as of November 7, 2006, by and between Wilmington Trust Company, a Delaware banking corporation not in its individual capacity, but solely as Owner Trustee, ("**Owner Trustee**") and The Bank of New York Trust Company, N.A., an Illinois trust company, not in its individual capacity but solely as Indenture Trustee and as successor in interest to The First National Bank of Chicago ("**Indenture Trustee**").

WITNESSETH:

1. Owner Trustee and Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GATC Trust No. 92-1B), dated as of July 1, 1992 (the "**Indenture**") as supplemented by that certain Indenture Supplement No. 1 dated as of July 1, 1992 ("**Indenture**").
2. The Indenture and Indenture Supplement were recorded with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the United States Code on August 12, 1992 at 10:20 a.m. and assigned recordation number 17913-A and 17913-C, respectively.
3. The undersigned have entered into that certain First Amendment to Trust Indenture and Security Agreement (GATC Trust No. 92-1B), dated as of November 7, 2006 whereby the Indenture has been amended in certain respects and continues to be applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: Anita Roselli
Title: Senior Financial Services Officer

Executed on this 1st day of November,
2006

THE BANK OF NEW YORK TRUST
COMPANY, N.A.,
not in its individual capacity, but solely as
Indenture Trustee

By: _____
Name:
Title:

Executed on this ____ day of November,
2006

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

Executed on this ____ day of November,
2006

THE BANK OF NEW YORK TRUST
COMPANY, N.A.,
not in its individual capacity, but solely as
Indenture Trustee

By: George N. Reeves
Name: **GEORGE N. REAVES**
Title: **VICE PRESIDENT**

Executed on this 3rd day of November,
2006

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 1 day of November, 2006, before me, a Notary Public in and for said County and State, personally appeared Anita Roselli, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of TRUST COMPANY, that said instrument was signed on November 1, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

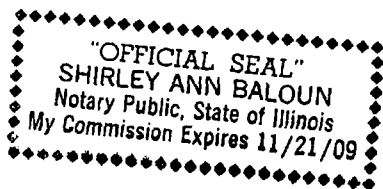
Kimberly E. Faulhaber
Name: **KIMBERLY ELIZABETH FAULHABER**
Notary Public **Notary Public - State of Delaware**
My Commission Expires: **My Comm. Expires April 9, 2007**
Residing in _____

(SEAL)

STATE OF ILLINOIS)
COUNTY OF COOK) SS:

On this, the 3rd day of November, 2006, before me, a Notary Public in and for said County and State, personally appeared George N. Reeves who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on November 3, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Shirley Ann Baloun
Name: _____
Notary Public
My Commission Expires: _____
Residing in Downers Grove

EXHIBIT A
GATX-92-1B

GATX 92-1B

GACX010178
GACX010181
GACX010194
GACX010195
GACX010196
GACX010197
GACX010198
GACX010199
GACX010200
GACX010201
GACX010202
GACX010203
GACX010204
GACX010205
GACX010206
GACX010207
GACX010208
GACX010209
GACX010210
GACX010211
GACX010212
GACX010213
GACX010214
GACX010215
GACX010216
GACX010217
GACX010218
GACX010219
GACX010220
GACX010221
GACX010222
GACX010223
GACX010224
GACX010225
GACX010226
GACX010228
GACX010229
GACX056821
GACX056824
GACX056825
GACX056827
GACX056828
GACX056829

GACX056830
GACX056831
GACX056832
GACX056833
GACX056834
GACX056835
GACX056836
GACX056837
GACX056838
GACX056839
GACX056840
GACX056841
GACX056842
GACX056843
GACX056844
GACX056845
GACX056846
GACX056847
GACX056848
GACX056849
GACX056850
GACX056851
GACX056852
GACX056853
GACX056854
GACX056855
GACX056856
GACX056857
GACX056858
GACX056859
GACX056860
GACX056861
GACX056862
GACX056863
GACX056864
GACX056865
GACX056866
GACX056867
GACX056868
GACX056869
GACX056870
GACX056871
GACX056872
GACX056873
GACX056874
GACX056875
GACX056876
GACX056877

GACX056879
GACX056880
GACX056881
GACX056882
GACX056883
GACX056884
GACX056885
GACX056886
GACX056887
GACX056888
GACX056889
GACX056890
GACX056891
GACX056892
GACX056893
GACX056894
GACX056895
GACX056896
GACX056897
GACX056898
GACX056899
GACX056900
GACX056901
GACX056902
GACX056903
GACX056904
GACX056905
GACX056906
GACX056907
GACX056908
GACX056909
GACX056910
GACX056911
GACX056912
GACX056913
GACX056914
GACX056915
GACX056916
GACX056917
GACX056918
GACX056919
GACX056920
GACX056921
GACX056922
GACX056923
GACX056924
GACX056925
GACX056926

GACX056927
GACX056928
GACX056929
GACX056930
GACX056931
GACX056932
GACX056933
GACX056934
GACX056935
GACX056936
GACX056937
GACX056938
GACX056939
GACX056940
GACX056941
GACX056942
GACX056943
GACX056944
GACX056945
GACX056946
GACX056947
GACX056948
GACX056949
GACX056950
GACX056951
GACX056952
GACX056953
GACX056954
GACX056961
GACX056962
GACX056963
GACX056964
GACX056965
GACX056966
GACX056967
GACX056968
GACX056969
GACX056970
GACX056971
GACX056972
GACX056974
GACX056975
GACX056976
GACX056977
GACX056978
GACX056979
GACX056980
GACX056981

GACX056982
GACX056983
GACX057258
GACX073889
GACX073890
GACX073891
GACX073892
GACX073893
GACX073894
GACX073895
PSPX001001
PSPX001002
PSPX001003
PSPX001004
PSPX001005
PSPX001006
PSPX001007
PSPX001008
PSPX001009
PSPX001010
PSPX001012
PSPX001013
PSPX001015
PSPX001016
PSPX001017
PSPX001018
PSPX001019
PSPX001020
PSPX001021
PSPX001022
PSPX001023
PSPX001024
PSPX001025
PSPX001026
PSPX001027
PSPX001028
PSPX001029
PSPX001030
PSPX001031
PSPX001032
PSPX001033
PSPX001034
PSPX001035
PSPX001036
PSPX001037
PSPX001038
PSPX001039
PSPX001040

PSPX001041
PSPX001042
PSPX001043
PSPX001044
PSPX001045
PSPX001046
PSPX001047
PSPX001048
PSPX001049
PSPX001050
PSPX001051
PSPX001052
PSPX001053
PSPX001054
PSPX001055
PSPX001056
PSPX001057
PSPX001058
PSPX001059
PSPX001060
PSPX001061
PSPX001062
PSPX001063
PSPX001064
PSPX001065
PSPX001066
PSPX001067
PSPX001068
PSPX001069
PSPX001070
PSPX001071
PSPX001072
PSPX001073
PSPX001074
PSPX001075
PSPX001076
PSPX001077
PSPX001078
PSPX001079
PSPX001080
PSPX001081
PSPX001082
PSPX001083
PSPX001084
PSPX001085
PSPX001086
PSPX001087
PSPX001088

PSPX001089
PSPX001090
PSPX001091
PSPX001092
PSPX001093
PSPX001094
PSPX001095
PSPX001096
PSPX001097
PSPX001098
PSPX001099
PSPX001100
PSPX001101
PSPX001102
PSPX001103
PSPX001104
PSPX001105
PSPX001106
PSPX001107
PSPX001108
PSPX001109
PSPX001110
PSPX001111
PSPX001112
PSPX001113
PSPX001114
PSPX001115
PSPX001116
PSPX001117
PSPX001118
PSPX001119
PSPX001120
PSPX001121
PSPX001122
PSPX001123
PSPX001124
PSPX001125
PSPX001126
PSPX001127
PSPX001128
PSPX001129
PSPX001130
PSPX001131
PSPX001132
PSPX001133
PSPX001134
PSPX001135
PSPX001136


PSPX001137
PSPX001138
PSPX001139
PSPX001140
PSPX001141
PSPX001142
PSPX001143
PSPX001144
PSPX001145
PSPX001146
PSPX001147
PSPX001148
PSPX001149
PSPX001150

TOTAL: 345

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/7/06



Robert W. Alvord